

Nonrefundable Filing Fee: \$100.00
*Nonprofit: \$50.00

STATE OF HAWAII
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
Business Registration Division
335 Merchant Street
Mailing Address: P.O. Box 40, Honolulu, Hawaii 96810

FORM X-10
7/2004



ARTICLES OF CONVERSION

(Section 414-272, 415A-16.6, 414D-208, 425-193, 425E-1103, 428-902.6, Hawaii Revised Statutes)

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

The undersigned, submitting these Articles of Conversion, certify as follows:

1. The converting (original) entity was (check one):

- ☐ Profit Corp. ☐ Professional Corp. ☐ Nonprofit Corp. ☐ General Partnership ☐ Limited Partnership
☐ LLC ☐ LLP (If LLP must also check General Partnership) ☐ LLLP

2. The name and state/country of incorporation/formation/organization or qualification of the converting entity was:

_____ (Type/Print Entity Name) _____ (State or Country)

3. The converted (new) entity is (check one):

- ☐ Profit Corp. ☐ Professional Corp. ☐ Nonprofit Corp. ☐ General Partnership ☐ Limited Partnership
☐ LLC ☐ LLP (If LLP must also check General Partnership) ☐ LLLP

4. The name and state/country of incorporation/formation/organization or qualification of the converted entity is:

_____ (Type/Print Entity Name) _____ (State or Country)

5. The Plan of Conversion has been approved in accordance to Section 414-271, 415A-16.5, 414D-202, 425-192, 425E-1102, 428-902.5, as applicable.

6. An executed Plan of Conversion is on file at the principal place of business of the converting entity whose address is:

7. A copy of the Plan of Conversion shall be furnished by the converting entity prior to the conversion or by the converted entity after the conversion on written request and without cost, to any shareholder, partner, member, or owner of the converting entity or the converted entity.

8. Complete the applicable section. The Plan of Conversion was approved by the converting entity as follows:

A. By vote of the shareholders of the converting domestic profit/professional corporation:

Number of Shares Outstanding	Class/Series	Number of Shares Voting For Conversion	Number of Shares Voting Against Conversion

OR

B. By vote of the converting domestic limited liability company:

Total Number of Authorized Votes	Number of Votes For the Conversion	Number of Votes Against the Conversion

OR

C. ☐ The converting entity was a foreign profit corporation, a foreign limited liability company, a foreign limited partnership, a foreign limited liability limited partnership, a domestic or foreign nonprofit corporation, a domestic or foreign general partnership, or a domestic or foreign limited liability partnership. The approval of the Plan of Conversion was duly authorized and complied with the laws under which the converting entity was incorporated, formed, organized, or qualified.

OR

D. ☐ The converting entity was a domestic limited partnership or a domestic limited liability limited partnership and that a majority of the general partners have agreed to the conversion.

9. The conversion is effective on the date and time of filing the Articles of Conversion or at a later date and time, no more than 30 days after the filing, if so stated. Check one of the following statements:

☐ Conversion is effective on the date and time of filing the Articles of Conversion.

☐ Conversion is effective on _____, at _____ m. ,
Hawaiian Standard Time, which date is not later than 30 days after the filing of the Articles of Conversion.

I/we certify under the penalties of Section 414-20, 415A-25, 414D-12, 425-13, 425-172, 425E-208, and 428-1302, Hawaii Revised Statutes, as applicable, that I/we have read the above statements and that the same are true and correct.

Signed this _____ day of _____, _____

(Type/Print Name & Title)

(Signature)

(Type/Print Name & Title)

(Signature)

SEE INSTRUCTIONS ON REVERSE SIDE. The articles must be signed by an officer, partner, or other duly authorized representative of the converting entity.

Instructions: Articles must be typewritten or printed in **black ink**, and must be **legible**. The articles must be signed by an officer, partner, or other duly authorized representative of the converting entity. All signatures must be in **black ink**. Submit articles together with the appropriate fee.

- Line 1. Check what type of entity was the converting (original) entity.
Note: If the converting entity was a domestic or foreign limited liability partnership, the general partnership box must also be checked.
- Line 2. State the name and state or country of incorporation, formation, organization, or qualification of the converting entity.
- Line 3. Check what type of entity is the converted (new) entity.
- Line 4. State the name and state or country of incorporation, formation, organization, or qualification of the converted entity.
- Line 6. State the complete address (including number, street, city, state, and zip code) of the principal place of business of the converting entity where the Plan of Conversion is on file.
- Line 8. Complete the applicable section on how the Plan of Conversion was approved by the converting entity.

If the converting entity was a domestic profit or professional corporation, complete A.

If the converting entity was a domestic limited liability company, complete B.

If the converting entity was a foreign profit corporation, foreign limited liability company, a foreign limited partnership, a foreign limited liability limited partnership, a domestic or foreign nonprofit corporation, a domestic or foreign general partnership, or a domestic or foreign limited liability partnership, check the box next to C.

If the converting entity was a domestic limited partnership or a domestic limited liability limited partnership, check the box next to D.

NOTE: If the converted entity is a domestic corporation, the Articles of Incorporation of the domestic corporation must be filed together with the Articles of Conversion.

If the converted entity is a domestic general partnership, the Registration Statement for Partnership of the domestic general partnership must be filed together with the Articles of Conversion.

If the converted entity is a domestic limited partnership, the Certificate of Limited Partnership of the domestic limited partnership must be filed together with the Articles of Conversion.

If the converted entity is a domestic limited liability company, the Articles of Organization of the domestic limited liability company must be filed together with the Articles of Conversion.

If the converted entity is a domestic limited liability partnership, the Registration Statement for Partnership of the domestic general partnership and the Statement of Qualification of the domestic limited liability partnership must be filed together with the Articles of Conversion.

If the converted entity is a domestic limited liability limited partnership, the Certificate of Limited Partnership of the domestic limited liability limited partnership must be filed together with the Articles of Conversion.

NOTE: If the converted entity is a foreign profit or nonprofit corporation, foreign limited liability company, foreign general partnership, foreign limited partnership, foreign limited liability partnership, or foreign limited liability limited partnership, such converted entity shall appoint a resident of this State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting members, shareholders or partners of the converting entity. Form available upon request.

If the converted entity is a foreign entity and will transact business in this State, the appropriate qualification documents must be filed.

Filing Fees: **Filing Fees of \$100.00 and \$50.00 are not refundable.** Make checks payable to DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS. Dishonored Check (\$15 fee plus interest charge).

*The filing fee is **\$50.00** if the converted (new) entity is **nonprofit**.

NOTICE: THIS MATERIAL CAN BE MADE AVAILABLE FOR INDIVIDUALS WITH SPECIAL NEEDS. PLEASE CALL THE DIVISION SECRETARY, BUSINESS REGISTRATION DIVISION, DCCA, AT 586-2744, TO SUBMIT YOUR REQUEST.